



BOARD OF DIRECTORS

RESOLUTION

BOARD OF DIRECTORS COMPENSATION

[Resolution No. 2004-001]

WHEREAS, the Board of Directors ("Board") of the Legal Services Corporation ("LSC") has determined a need to delineate the specific categories of activities for which attendance fees are paid to members of the Board for the discharge of its board-related duties; and

WHEREAS, members of the Board of LSC determined that attendance fees should be paid to members only for the specified categories of activities enumerated below;

WHEREAS, members of the Board of LSC determined that the maximum daily honoraria payable to members shall be set at 1/260th of the salary of the Legal Services Corporation's President and shall adjust automatically upon adjustment of the President's salary; and

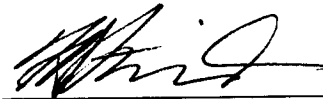
WHEREAS, members of the Board of LSC determined that the current daily honoraria of \$320 shall remain unaltered.

NOW, THEREFORE, BE IT RESOLVED that effective January 1, 2004 Board members may be paid for:

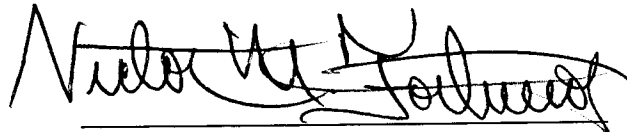
1. attending Board and committee meetings, whether or not the member is a committee member;
2. attending Board and committee meetings by telephone if this method of attendance is required due to the member's infirmity or for similar extenuating circumstances;
3. appearing officially before the United States Congress, a committee or subcommittee thereof;
4. meeting with a member of Congress and/or his/her constituent as requested by the member of Congress;

5. attending meetings at the White House;
6. attending meetings with LSC management or staff;
7. attending LSC Board annual conferences, forums or such other special activities sponsored by the Board to engage grantee management and staff; and
8. representing the Corporation officially at other types of externally-sponsored events after obtaining prior written approval from the Chair or his designee to attend the event.

Adopted by the Board of Directors
On January 31, 2004



Frank B. Strickland, *Chair*



Victor M. Fortuno
*Vice President for Legal Affairs,
General Counsel & Corporate Secretary*